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Co-Counsel to the Propco I Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

In re:)	
)	Chapter 11
)	
TOYS “R” US PROPERTY COMPANY I, LLC, <i>et al.</i> , ¹)	Case No. 18-31429 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

**SUPPLEMENTAL ORDER (I) AUTHORIZING THE
 SALE OF CERTAIN PROPCO I LEASES FREE AND
 CLEAR OF ALL INTERESTS, (II) APPROVING THE ASSUMPTION
 AND ASSIGNMENT OF LEASES, AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above captioned debtors and debtors in possession (the “Propco I Debtors”) for the entry of an order (this “Order”):

(a) authorizing the sale or other disposition (the “Sale”) of that certain Propco I Lease

¹ The Propco I Debtors in these chapter 11 cases, along with the last four digits of each Propco I Debtor’s federal tax identification number, are set forth in the *Final Order (I) Directing Joint Administration of the Propco I Debtors’ Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 94]. The location of the Propco I Debtors’ service address is One Geoffrey Way, Wayne, NJ 07470.

² Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Motion or the Bidding Procedures, as applicable.

(the “Propco I Lease”), as described in the sale schedule attached hereto as **Exhibit A** (the “Sale Schedule”), free and clear of liens, claims, interests, and encumbrances (collectively, the “Interests”) with any such Interests to attach to the proceeds thereof with the same validity and priority (under the Bankruptcy Code) as such Interests had immediately prior to the consummation of the Sale; (b) approving the assumption and assignment of that certain Propco I Lease; and (c) granting related relief, all as more fully described in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Propco I Debtors provided due and proper notice that is adequate and appropriate under the particular circumstances; and the Court having held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon consideration of the record of the Hearing, and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Propco I Debtors’ estates, their creditors, and other parties in interest, and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and any other objections or responses to the relief requested herein having been withdrawn; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. This Order supplements the *Order (I) Authorizing the Sale of Certain Propco I Leases Free and Clear of All Interests, (II) Approving*

the Assumption and Assignment of Leases, (III) Authorizing Entry into Lease Termination Agreements, and (IV) Granting Related Relief [Docket No. 641] (the “Original Order”).

1. The assignment agreement listed on the Sale Schedule, and any schedules or exhibits to such assignment agreement (the “Assignment Agreement”), are hereby approved, and the Propco I Debtors are authorized to take any and all actions necessary or appropriate to consummate the Assignment Agreement.

2. The Assignment Agreement shall constitute an “Assignment Agreement” as defined in the Original Order, and all the relief granted in the Original Order shall apply to the Assignment Agreement, as applicable, including, without limitation, that the Successful Bidder is a purchaser in good faith as that term is used in section 363(m) of the Bankruptcy Code, with respect to the Propco I Lease and shall be entitled to all the protections afforded under section 363(m) of the Bankruptcy Code.

3. Except for as set forth in paragraph 3 of this Order, the Original Order remains in full force and effect, and no provisions thereof shall be modified by this Order.

4. The Propco I Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

5. To the extent any of the deadlines set forth in this Order do not comply with the Local Rules, such Local Rules are waived and the terms of this Order shall govern.

6. Notwithstanding the possible applicability of Bankruptcy Rules 4001, 6004(h), 6006(d), 7062, 9014, or otherwise, this Court, for good cause shown, orders that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry. With

respect to each of the Assignment Agreements, this Order constitutes a final order upon which the Propco I Debtors and each Successful Bidder are entitled to rely.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: Feb 11 2019
Richmond, Virginia

/s/ Keith L. Phillips
THE HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket:2/11/19

WE ASK FOR THIS:

/s/ Jeremy S. Williams

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CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jeremy S. Williams

Exhibit A

Sale Schedule

Store No.	Store Location	Successful Bidder	Agreement Type	Cure Amount	Cure Resolved
7833	4166 N. College Ave. Fayetteville, AR	Fayetteville 0430, LLC (Scandinavian Designs Inc.)	Assignment Agreement	\$52,325.82	No